

Exhibit 63

**Excerpts of Kellie Pierce
Deposition Transcripts**

Kellie Pierce
7/24/2024

15 VIDEOTAPED DEPOSITION OF KELLIE JAIE PIERCE
16 Plano, Texas
17 Wednesday, July 24, 2024

22 Reported by
23 April R. Brunson
24 Texas CSR No. 7495
25 Job No. 240724SREP

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14 VIDEOTAPED DEPOSITION OF KELLIE JAIE PIERCE, taken
15 on behalf of the Plaintiff, at the Law Offices of
16 Spencer Fane located at 5700 Granite Parkway, Suite 650,
17 Plano, Texas, beginning at 9:30 a.m. and ending at
18 3:10 p.m. on Wednesday, July 24, 2024, before April R.
19 Brunson, Certified Shorthand Reporter Number 7495.

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9 Also Present:
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15 Certified Shorthand Reporter:
16 APRIL R. BRUNSON, TEXAS CSR NO. 7495

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| <p>5</p> | <p>7</p> <p>1 Plano, Texas, Wednesday, July 24, 2024</p> <p>2 9:30 a.m. - 3:10 p.m.</p> <p>3</p> <p>4 THE VIDEOGRAPHER: This is Tape 1 in</p> <p>5 the video deposition of Kellie Pierce in the matter</p> <p>6 of SEC versus SolarWinds, et al. This deposition is</p> <p>7 taking place in Plano, Texas, on Wednesday, July 24th,</p> <p>8 2024.</p> <p>9 We are now on record at 9:30 a.m.</p> <p>10 Will attorneys please introduce themselves for the</p> <p>11 record.</p> <p>12 MR. CARNEY: Good morning. This is</p> <p>13 Christopher Carney with the U.S. Securities and Exchange</p> <p>14 Commission.</p> <p>15 MS. WARDEN: Kristen Warden with the</p> <p>16 U.S. Securities and Exchange Commission.</p> <p>17 MR. TURNER: And Serrin Turner with</p> <p>18 Latham & Watkins for Ms. Pierce.</p> <p>19 MR. DRAKELEY: Jim Drakeley with Spencer</p> <p>20 Fane for Ms. Pierce.</p> <p>21 MR. LUONGO: Nicolas Luongo with Latham &</p> <p>22 Watkins for Ms. Pierce.</p> <p>23 MR. BLISS: Jason Bliss with SolarWinds.</p> <p>24 THE WITNESS: And Kellie Pierce.</p> <p>25 (Simultaneous speaking.)</p> |

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| <p>1 BY MR. CARNEY:</p> <p>2 Q. And just with -- the same question with</p> <p>3 respect to pen testing, can you tell me about the common</p> <p>4 policies and practices you established relating to pen</p> <p>5 testing?</p> <p>6 A. I would coordinate with the vendors -- pen</p> <p>7 test vendors, make sure we have the contract in place</p> <p>8 and then work with the product teams to perform the</p> <p>9 tests which was a requirement of the SOC 2s.</p> <p>10 Q. And in the context of the work that you did at</p> <p>11 SolarWinds, what does pen testing mean?</p> <p>12 A. I don't know.</p> <p>13 Q. More generally, do you know what pen testing</p> <p>14 refers to?</p> <p>15 A. We would -- the vendors would test -- test the</p> <p>16 product. How they conducted the test or what exactly</p> <p>17 they tested, I'm not -- I'm not exactly sure. I'm not a</p> <p>18 technical person.</p> <p>19 Q. Okay. And is "pen" short for "penetration"?</p> <p>20 A. I believe, yes.</p> <p>21 Q. Okay. All right. Let me ask you then about</p> <p>22 the -- you mentioned security training. What -- what</p> <p>23 was your involvement in establishing common policies and</p> <p>24 practices related to security training?</p> <p>25 A. As it relates to the SOC 2 or the ISO 27001, I</p> | <p>1 offer any technical input to that program?</p> <p>2 A. No.</p> <p>3 Q. And how about with respect to pen testing?</p> <p>4 Did you offer any technical input?</p> <p>5 A. No.</p> <p>6 Q. Did you have any technical responsibility for</p> <p>7 network monitoring for security vulnerabilities?</p> <p>8 A. No.</p> <p>9 Q. All right. Putting aside the technical</p> <p>10 responsibility for that, did you have any administrative</p> <p>11 responsibility for network monitoring?</p> <p>12 MR. TURNER: Objection to form.</p> <p>13 A. No.</p> <p>14 BY MR. CARNEY:</p> <p>15 Q. Did you have any technical responsibility for</p> <p>16 the company's password policy?</p> <p>17 A. No.</p> <p>18 Q. Did you have any sort of nontechnical</p> <p>19 administrative responsibility for the company's password</p> <p>20 policy?</p> <p>21 MR. TURNER: Objection to form.</p> <p>22 A. Could you repeat that?</p> <p>23 BY MR. CARNEY:</p> <p>24 Q. Sure.</p> <p>25 I was wondering, putting aside -- you just</p> |
| <p>21</p> <p>1 would work with -- in order to obtain records to show</p> <p>2 that people had completed their security training.</p> <p>3 I also coordinated like a training</p> <p>4 presentation between Tim Brown and our legal team to --</p> <p>5 for some of the training over my tenure there.</p> <p>6 Q. Was this one training presentation?</p> <p>7 A. Correct.</p> <p>8 Q. And what was that training presentation</p> <p>9 related to?</p> <p>10 A. I do not remember.</p> <p>11 Q. And so when you say you coordinated training</p> <p>12 presentation between Tim Brown and the legal team, was</p> <p>13 it a training for them or with Tim Brown and the legal</p> <p>14 team reviewing the training to give to other people?</p> <p>15 A. I don't remember exactly how the -- how the</p> <p>16 training was rolled out or if it was rolled out.</p> <p>17 Q. Okay. And I think you mentioned a minute ago</p> <p>18 that -- you said something along the line -- and correct</p> <p>19 me if I'm wrong -- that you don't have sort of a</p> <p>20 technical background; is that right?</p> <p>21 A. That's correct.</p> <p>22 Q. So I'm just going to ask you some -- some</p> <p>23 questions, and it might seem silly given what you just</p> <p>24 said, but I just want to establish for the record.</p> <p>25 With respect to security training, did you</p> | <p>23</p> <p>1 said you don't have any technical responsibility for the</p> <p>2 password policy. Do you have any -- did you have any</p> <p>3 nontechnical sort of administrative responsibility for</p> <p>4 SolarWinds' password policy?</p> <p>5 MR. TURNER: Same objection.</p> <p>6 A. For the -- for the policies, my role was</p> <p>7 really just to coordinate against -- with the technical</p> <p>8 people, with Tim on any of the policies including the</p> <p>9 password policy, just to make -- we had an annual review</p> <p>10 requirement.</p> <p>11 BY MR. CARNEY:</p> <p>12 Q. Okay.</p> <p>13 A. So it was more on the coordination.</p> <p>14 Q. And you said "any of the policies." So</p> <p>15 besides the password policy, what other policies are you</p> <p>16 referring to?</p> <p>17 A. I don't recall all of them. I just -- I know</p> <p>18 the password policy. I remember the password policy</p> <p>19 since we're talking about it.</p> <p>20 Q. Were the IT access controls one of the</p> <p>21 policies?</p> <p>22 A. Yes.</p> <p>23 Q. And so you would have had responsibility for</p> <p>24 coordinating the review of that policy?</p> <p>25 A. Correct.</p> |

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| <p>1 of the steps that I went over with SOC 2, reviewing the 2 controls, making sure the engineers understood the 3 controls, collecting evidence and then having that third 4 party attest that we met those controls.</p> <p>5 But this is just the very basic, like, 6 Level 1. It's a discussion for investment. So I 7 actually don't know what happened after, you know, once 8 this was submitted.</p> <p>9 Q. And you mentioned if the company had decided 10 to move forward with the FedRAMP investment. Do you 11 know whether the company decided to do that?</p> <p>12 A. I don't know.</p> <p>13 Q. Is that you don't know one way or the other?</p> <p>14 A. No, I don't.</p> <p>15 Q. Okay. And as I understood earlier, you had 16 said that the FedRAMP certification was needed to sell 17 to the federal government; is that right?</p> <p>18 A. That was --</p> <p>19 MR. TURNER: Objection to form.</p> <p>20 A. That was my understanding.</p> <p>21 BY MR. CARNEY:</p> <p>22 Q. Okay. And it's also your understanding 23 SolarWinds did have federal government customers?</p> <p>24 MR. DRAKELEY: Object to form.</p> <p>25 A. I don't know.</p> | <p>1 recall that e-mail chain?</p> <p>2 A. I do, yes.</p> <p>3 Q. Okay. So just back to Exhibit 4 for a second, 4 when was the last time you think you saw Exhibit 4?</p> <p>5 MR. TURNER: I'll object to the extent it 6 calls for work product, the documents shown during prep 7 sessions.</p> <p>8 You don't have to answer.</p> <p>9 THE WITNESS: Thank you.</p> <p>10 BY MR. CARNEY:</p> <p>11 Q. All right. So focusing on Exhibit 5 for a 12 second, is this an e-mail that you sent on August 28th, 13 2019?</p> <p>14 A. Yes.</p> <p>15 Q. And I'm just going to ask you about some of 16 the names up at the top that you're sending it to. So 17 who is Keith Kuchler? And that's K-U-C-H-L-E-R.</p> <p>18 A. Keith was one of the leaders in the 19 engineering group.</p> <p>20 Q. And what would his role have been in this 21 FedRAMP certification assessment?</p> <p>22 A. I don't -- I don't recall.</p> <p>23 Q. Okay. And do you know Chris Day?</p> <p>24 A. I do.</p> <p>25 Q. And who is Chris Day?</p> |
| <p>61</p> <p>1 BY MR. CARNEY:</p> <p>2 Q. Okay. All right. And if we look at the third 3 tab from the left, I'll just pull that up on the screen 4 right now. It says: Moderate KP metrics.</p> <p>5 So first of all, "KP" refers to you; is 6 that right?</p> <p>7 A. Where do you see that?</p> <p>8 Q. So that's the name of the tab.</p> <p>9 A. Oh, the tab. Yes.</p> <p>10 Q. And you don't have to cross-check all the 11 numbers in here, but does this appear to be the same 12 chart that you included in your e-mail?</p> <p>13 A. Yes.</p> <p>14 Q. All right. You may put that one aside, 15 please.</p> <p>16 (Exhibit 5 was marked for identification.)</p> <p>17 BY MR. CARNEY:</p> <p>18 Q. Okay. Ms. Pierce, once again, take your time, 19 please. I've handed you what's been marked as 20 Exhibit 5; and for the record, it has on the first page 21 Bates stamp of SW-SEC00045356.</p> <p>22 Do you recognize this document?</p> <p>23 A. I don't recall this specific -- this 24 document -- or this e-mail chain.</p> <p>25 Q. Okay. But the previous one, Exhibit 4, you do</p> | <p>63</p> <p>1 A. Chris Day is currently the CIO of SolarWinds.</p> <p>2 Q. Okay. And do you know what his position was 3 at -- at that time?</p> <p>4 A. I don't know in 2019.</p> <p>5 Q. And do you know Brad Cline?</p> <p>6 A. I do.</p> <p>7 Q. And it's C-L-I-N-E. Who was Brad Cline?</p> <p>8 A. He was on the IT team.</p> <p>9 Q. And if you look at the attached spreadsheet --</p> <p>10 and I'm going to show you the native one in a second, 11 but does this appear to be a similar spreadsheet to the 12 one that we just looked at in Exhibit 4?</p> <p>13 A. Yes, it looks similar.</p> <p>14 Q. Okay. And I know you said you don't recall 15 this e-mail, but do you recall what the purpose of this 16 August iteration of the controls baseline spreadsheet 17 would have been?</p> <p>18 A. No, I don't remember.</p> <p>19 Q. All right. In the cover e-mail, if you look 20 at the second paragraph starting with the words "in the 21 attached spreadsheet," you'll see there's a reference in 22 that paragraph to a staffing strawman. Do you see that?</p> <p>23 A. Okay. Yeah. Yes.</p> <p>24 Q. What did you mean by a "staffing strawman"?</p> <p>25 A. Normally when I use "strawman," it's a -- like</p> |

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| <p>1 a draft that can be changed. 2 Q. Okay. And with respect to staffing, what 3 would that draft be? 4 MR. TURNER: Object to form. 5 BY MR. CARNEY: 6 Q. I'll rephrase. 7 Just in the context of staffing, what does 8 it mean for strawman? 9 A. Staffing normally refers to additional head 10 count that's needed. 11 Q. And so is the strawman in that context just 12 the draft sort of placeholder? 13 A. Correct. 14 Q. All right. I'm going to ask you now to look 15 at -- I've got it up on the screen. If you look at 16 the -- let me find it -- the moderate -- see the 17 moderate KP Metrics tab, do you see that one? 18 A. I do. Is this the -- 19 MR. TURNER: Is this the same one? I 20 don't think it is. 21 MR. CARNEY: Yeah, this is the -- 22 MR. TURNER: This doesn't match the -- 23 oh, I see. 24 MR. CARNEY: Yeah, it should be. If you 25 notice the Bates number is --</p> | <p>1 because no additional programs had been added in that 2 time? 3 MR. TURNER: Object to foundation. 4 A. I'm not 100 percent sure why it stayed the 5 same. I just don't know. 6 BY MR. CARNEY: 7 Q. Fair enough. And I guess what I'm getting at, 8 do you know whether there were any efforts taken 9 following these spreadsheets to try and get the number 10 of red entries down or not? 11 MR. DRAKELEY: Object to form. 12 A. Yeah, this is a, again, just preliminary 13 assessment in order for investment, so I wouldn't -- I 14 wouldn't expect -- until -- any changes. 15 BY MR. CARNEY: 16 Q. Okay. All right. And I'm going to look at 17 the -- show you the tab on the screen, Moderate Baseline 18 Controls again. Let me see. All right. Let's see. 19 We'll go up to -- this is one we looked at 20 earlier, and that's -- do you recall looking at this one 21 earlier? It's Row 19, Entry 17: Least privilege, 22 authorize access to security functions. 23 Do you recall that one? 24 A. Yes. 25 Q. And then if we scroll all the way over, this</p> |
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| <p>1 MR. TURNER: 56 and this is two pages 2 later. 3 MR. CARNEY: Yeah. To my understanding, this is the spreadsheet that's attached 4 to this e-mail. 5 MR. TURNER: Okay. 6 BY MR. CARNEY: 7 Q. So if we look at the Moderate KP Metrics tab 8 that I'm on right now. 9 A. Yes. 10 Q. And so does it -- does it appear that the 11 percent of controls -- and you can look back at your 12 e-mail -- previous e-mail in Exhibit 4 if you want, but 13 does it appear that the percent of controls and the 14 number of controls, 198 with no program in place has 15 stayed the same from the June spreadsheet we just looked 16 at? 17 A. Yes. 18 Q. Okay. And do you have an understanding as 19 to -- as to why it would stay the same? And I can 20 clarify if that helps. 21 A. If you don't mind. 22 Q. Yeah. So did it stay the same because this 23 is -- you know, no more work had been done to update the 24 spreadsheet between that time? Or did it stay the same</p> | <p>1 is the one where you said we have no explicit 2 authorization policy, nor is this document that I'm 3 aware of for the company or individual products. 4 Do you remember that? 5 A. Yes. 6 Q. So this would have -- this would have stayed 7 the same between those two iterations of the 8 spreadsheet, right? 9 A. (Nods head up and down.) 10 Q. Okay. So we already talked about that one. 11 So why don't we move on to a different one. 12 So if we go down to Row 21 and it's entry 13 19, you see -- and it says -- go up a little bit. So 14 you see it says -- under Access Controls and then 15 Column E it says: Lease privilege, privileged accounts. 16 And then Column F, I'll just read the 17 first sentence. It says: The organization restricts 18 privileged accounts on the information systems to -- and 19 then it's got brackets, assignment organization defined 20 personnel or roles, end bracket. 21 First of all, do you know what that's 22 referring to there? 23 A. Controls related to access control. 24 Q. Or "restricts privileged accounts," what's a 25 privileged account?</p> |
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1 **A.** I don't know.
2 **Q.** And you'll see that the Column J indicates
3 that this is -- and it falls into the process category,
4 right?
5 **A.** I see that, yes.
6 **Q.** And then if we go all the way over to where
7 your comments are, it says: KP 6/27, we have no
8 explicit restriction policy, nor is this documented,
9 that I am aware of, for the company or individual
10 products.
11 First of all, do you know what you meant
12 by that statement?
13 **A.** That I have -- I hadn't seen that language in
14 a -- in a policy document.
15 **Q.** And when you say "that language," you're
16 referring to language that restricts privileged accounts
17 on the information system?
18 **A.** If you can scoot back over --
19 **Q.** Sure.
20 **A.** -- I can tell you.
21 **Q.** Sure.
22 **A.** Yes, that's correct.
23 **Q.** Okay. And so once again, that -- that entry
24 and the red sort of coloring of that entry would have
25 been based on your sort of preliminary assessment?

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1 It is Row 39, Entry 37, and it's access control and
2 Column C. Then over on Column E, it says: Access
3 control for mobile devices.
4 Do you see that?
5 **A.** Yes.
6 **Q.** Okay. And then if I go -- scroll all the way
7 over to the end to where your comments are. Make sure
8 I'm in the right -- it says: KP 6/27, the company does
9 not have a policy on nonnetwork devices connecting to
10 the network.
11 Can you describe what you mean by that?
12 **A.** I had not seen that language in any of the
13 policies that I had worked with.
14 **Q.** And if there had been a policy, do you think,
15 based on your experience and knowledge at the company,
16 you would have been aware of it?
17 **A.** Not necessarily.
18 **Q.** And why do you say "not necessarily"?
19 **A.** There may have been policies I wasn't aware of
20 within either the engineering teams -- you know, this is
21 engineering focused -- or other groups that I just
22 hadn't -- that weren't in the scope of SOC 2 or ISO
23 27001.
24 **Q.** And so did you ever -- when you marked some of
25 these controls as not being present and you coded them

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1 **A.** Preliminary assessment and my best guess of --
2 yes, my preliminary assessment and my best guess.
3 **Q.** All right. And I guess the -- how would you
4 be -- have been in a position to make a best guess or
5 preliminary assessment? Like, what knowledge had you
6 acquired while working at the company that would allow
7 you to make that assessment?
8 **A.** Working on SOC 2 or the ISO 27001 was what I
9 was pulling from.
10 **Q.** Okay. So you -- from that work that you just
11 described, you became familiar with the sort of written
12 security policies of the company?
13 **A.** I was familiar and coordinated the security
14 policies.
15 **Q.** So when did -- based on that experience and
16 knowledge, did you feel comfortable making the
17 preliminary assessments that you were making here and
18 coding these in the red column?
19 **MR. TURNER:** Objection to form.
20 **BY MR. CARNEY:**
21 **Q.** Red?
22 **A.** Yes, I was. Yes.
23 **Q.** All right. I'm just going to do three more.
24 That's it. Three more.
25 If I could go down to Row 39. All right.

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1 in the red category, did you ever ask anyone to kind of
2 give it a second look to see if they were aware of any
3 such policies?
4 **A.** Not that I recall.
5 **Q.** All right. Was it part of your job duties
6 at SolarWinds to be aware of the written security
7 policies?
8 **MR. TURNER:** Objection to form.
9 **A.** Not that I recall.
10 **BY MR. CARNEY:**
11 **Q.** All right. So now I'm going to ask you,
12 Ms. Pierce, to look at Row 40, Entry 38. It's under
13 Access Control, and then it says over on Column E:
14 Access control for mobile devices, full
15 device/container-based encryption.
16 Do you see that?
17 **A.** I do.
18 **Q.** And over here, it says -- so first of all, you
19 see that in Column J it says "Process," right?
20 **A.** I do.
21 **Q.** And then in Column S, it says: KP 6/27, the
22 company does not have an access control for mobile
23 devices.
24 So first of all, what did you -- what did
25 you mean by "the company does not have an access control

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1 see that?
2 A. I do.
3 Q. And it says -- I'm sorry. Let me strike that.
4 It says: Hello, guys. I've updated the
5 spreadsheet with the latest figures.
6 So were you -- were you the one that
7 was making the updates to the spreadsheet that's
8 attached?
9 A. I'm not sure.
10 Q. And you mention in here -- well, let me back
11 up a sec.
12 Would that have been something that you
13 would have done, made updates to a spreadsheet like
14 that?
15 A. More than, you know, pulling in cost estimates
16 or resource numbers from various team members to
17 create -- to create the spreadsheet.
18 Q. Okay. And what about the -- the -- putting
19 aside the budget spreadsheet, the controls spreadsheet
20 that we've looked at a few times, would you have made
21 updates to that spreadsheet?
22 MR. TURNER: Objection to form. Which
23 spreadsheet?
24 MR. CARNEY: So if you look beyond the
25 first page --

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1 Q. All right.
2 (Exhibit 7 was marked for identification.)
3 BY MR. CARNEY:
4 Q. Okay. Ms. Pierce, I've handed you what's been
5 marked as Exhibit 7; and just for the record, this is a
6 document Bates-stamped SW-SEC00061296. And it's a
7 January 27th, 2020 e-mail from Ms. Pierce to
8 Mr. Quitugua. Sorry if I'm mispronouncing that.
9 Do you recognize this document?
10 A. Yes.
11 Q. And what is it?
12 A. This is a security scorecard, risk scorecard.
13 Q. And who is Mr. Quitugua?
14 A. Eric Quitugua is -- he works in the SecOps
15 section.
16 Q. What is the SecOps section?
17 A. Security operations.
18 Q. And do you know what he did in that section?
19 A. He was the manager of the SecOps group.
20 Q. All right. And so the risk scorecard matrix
21 that you're sending him, did you put that together, that
22 scorecard?
23 MR. TURNER: Objection to form.
24 A. I don't remember how it came together exactly,
25 but I would be, again, coordinating the PowerPoint

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1 MR. TURNER: Oh, okay.
2 MR. CARNEY: -- there is the budget. But
3 then after that, Ms. Pierce said that this is an updated
4 version of the previous spreadsheet we looked at in
5 Exhibit 4 but with some of the columns hidden.
6 BY MR. CARNEY:
7 Q. And I'm asking whether you would have been
8 involved in updating that spreadsheet as well?
9 A. I -- the only update I see to the spreadsheet
10 is just the columns are hidden. I don't -- I don't know
11 if the -- if there were updates made between these two
12 e-mails.
13 Q. Okay.
14 A. But I would be involved as the coordinator if
15 I had heard -- you know, received new information or --
16 but I don't see any changes.
17 Q. Okay. And you say in your e-mail that you
18 plan to share this with Cillian on Friday. Do you know
19 who that is?
20 A. Cillian was in the budget.
21 Q. Okay. And do you know Cillian's last name?
22 A. No, I'm sorry, I don't.
23 Q. Okay. Do you know what Cillian's role was in
24 the budget office?
25 A. I don't remember.

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1 across various people.
2 BY MR. CARNEY:
3 Q. All right. And with respect to the risk
4 scorecards, though, what was your role in coordinating?
5 A. Putting together the PowerPoint and
6 circulating for input for the highlights and working
7 with Eric or Tim or Rani on the -- on capturing the
8 details, like a -- basically somewhat like a scribe.
9 Q. And so the document that's -- that's attached,
10 though, that's a -- does that look like a spreadsheet,
11 though?
12 A. It may have been a spreadsheet. It could have
13 been a PowerPoint as well. I don't know.
14 Q. And if you look at the -- on the front page of
15 the e-mail, the attachment.
16 A. It is Excel, okay.
17 Q. Do you see that where it says --
18 A. I do, yeah.
19 Q. Does that indicate that it's an Excel
20 spreadsheet?
21 A. Yes, it does.
22 Q. Okay. And would you have been involved in
23 putting together this Excel spreadsheet?
24 A. Yes.
25 Q. And so what would have been your role in

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| <p>1 putting together the Excel spreadsheet?</p> <p>2 A. Again, coordinating, inputs from Tim or Eric 3 on what they would want to add for identify, protect, 4 detect, and then working with them and/or Rani to 5 score -- provide a score. So really just a coordinator 6 and a scribe.</p> <p>7 I might have -- so for the areas of 8 responsibility that I had, like, GDPR as an example, I 9 would provide some metrics for the highlights that were 10 specific to my role, so data privacy or the SOC 2 11 audits.</p> <p>12 Q. And what -- do you know why you would have 13 been sending this to -- sorry if I'm mispronouncing his 14 name -- Mr. Quitugua?</p> <p>15 A. I don't recall this specific e-mail as to why.</p> <p>16 Q. And so if we go through the -- if we just walk 17 quickly through the tabs, so the first one says 18 "Identify." Do you know what "identify" means in this 19 context?</p> <p>20 A. No. This is -- no, I don't know.</p> <p>21 Q. And so the tabs after that are Protect, 22 Detect, Respond, Recover. Would you have any 23 information about the specific technical aspects of any 24 of those tabs?</p> <p>25 A. No.</p> | <p>1 historical documents or our SharePoint.</p> <p>2 Q. And so for instance, let's just use the first 3 box there. Identify 2017, it says 0.8. 4 Do you know who would have given the 5 identify category that score?</p> <p>6 A. The scores were discussed between Tim and 7 Rani.</p> <p>8 Q. Okay. So were -- was it your understanding 9 that Tim and Rani were responsible for coming up with 10 the final scores?</p> <p>11 A. I don't know who was responsible for the final 12 scores, but I -- I was in the room with Tim and Rani 13 when we would talk through these scores. I don't know 14 where it went from there.</p> <p>15 Q. And just for the record, we're talking about 16 Tim Brown and Rani Johnson?</p> <p>17 A. Correct.</p> <p>18 Q. Okay. And so you don't know if either of them 19 or both of them were the final decision-maker on the 20 scores?</p> <p>21 A. Correct.</p> <p>22 Q. Okay. Do you know whether they transmitted 23 those scores to anyone above them?</p> <p>24 A. I don't know.</p> <p>25 Q. All right. Thank you.</p> |
| <p>81</p> <p>1 Q. And you would have obtained that information 2 from others?</p> <p>3 A. Correct.</p> <p>4 Q. And when you're putting together a spreadsheet 5 like this based on information you obtained from others, 6 would you try to make it as accurate as possible?</p> <p>7 A. Yes.</p> <p>8 MR. TURNER: Object to form.</p> <p>9 A. Yes.</p> <p>10 BY MR. CARNEY:</p> <p>11 Q. All right. I'm going to put it up on your 12 screen just because this might be a little bit easier to 13 look at this way. But if you look at the tab all the 14 way to the right, it says, History '17, '18, '19 is the 15 name of the tab. What information is shown on this tab?</p> <p>16 A. The security categories and then the 2017, '18 17 and '19 score.</p> <p>18 Q. Would you have gathered that, the historical 19 scores that are contained in this spreadsheet?</p> <p>20 A. I don't -- I don't remember how -- how this 21 came -- how I had this information.</p> <p>22 Q. If you wanted to obtain the scores from 23 previous years, was there somewhere that you would go to 24 access them?</p> <p>25 A. I would potentially just look at our</p> | <p>83</p> <p>1 MR. CARNEY: We've been going over 2 another hour. Do you want to do the lunch break now?</p> <p>3 MR. DRAKEY: Sure, that would be fine.</p> <p>4 MR. TURNER: Sure.</p> <p>5 THE VIDEOGRAPHER: We're off the record 6 at 11:51 a.m.</p> <p>7 (Break was taken.)</p> <p>8 THE VIDEOGRAPHER: We're back on record 9 at 1:16 p.m.</p> <p>10 BY MR. CARNEY:</p> <p>11 Q. Good afternoon, Ms. Pierce. If I can just -- 12 I just briefly wanted to redirect your attention to 13 Exhibit 4 which should be in your pile over there. 14 And I just wanted to quickly ask you -- 15 you know, I'm asking you for your -- your just own 16 personal view or opinion. For the controls that you 17 scored in the red category, the 198, did you have an 18 opinion one way or the other as to whether it was a 19 problem that that many controls had no program or 20 practice in place?</p> <p>21 MR. TURNER: Object to form.</p> <p>22 A. No.</p> <p>23 BY MR. CARNEY:</p> <p>24 Q. You had no opinion one way or the other?</p> <p>25 A. No.</p> |

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1 **Q.** Did anyone express to you an opinion about
2 whether adding 61 percent of the controls with no
3 program or practice in place was problematic?
4 **A.** No.
5 MR. TURNER: Object to form.
6 **A.** Not that I recall.
7 (Sotto voce conversation.)
8 **MR. TURNER:** Do you have copies?
9 **THE REPORTER:** It's not --
10 **MR. CARNEY:** Yeah, moving on to a new
11 one.
12 **MR. TURNER:** Oh, is this one you already
13 provided?
14 **MR. CARNEY:** Yeah, we already asked. I
15 just wanted to make sure I had the right exhibit.
16 (Exhibit 8 was marked for identification.)
17 **BY MR. CARNEY:**
18 **Q.** Okay. Ms. Pierce, I've handed you what's been
19 marked as Exhibit 8; and for the record, the first Bates
20 stamp in this document is SW-SEC00149897. And this is a
21 January 23rd, 2020 e-mail from you to a number of
22 individuals.
23 Do you recognize this, this document?
24 **A.** I don't remember this specific e-mail.
25 **Q.** Okay. If you look at the subject line of this

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1 **A.** I don't recall. QBR stands for quarterly
2 business review, but I don't recall the security and
3 compliance QBR.
4 **Q.** You don't -- I'm sorry. So you don't recall
5 there being a security and compliance QBR?
6 **A.** I don't -- I don't remember exactly what the
7 security and compliance QBR would have covered.
8 **Q.** Do you remember what your role would have been
9 with respect to the security and compliance QBR?
10 **A.** Similar to pretty much my entire role at
11 SolarWinds. It would have been a coordination role.
12 But I just don't remember that, what that meeting or
13 what that event was.
14 **Q.** And you see in your -- in your e-mail, you
15 reference the historical information for 2017, 2018 and
16 all of the 2019 detailed info. Do you see that?
17 **A.** I do, yes.
18 **Q.** And before lunch, you talked about how you
19 would have gone about gathering historical information
20 on these scores. Would you have done the same thing
21 here? So how would you have gathered that historical
22 information in this -- in this context?
23 **A.** Yeah, looked at previous presentations or in
24 our SharePoint.
25 **Q.** I think we can put that one aside.

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1 document, it says: A possible mad experiment.
2 After looking over the e-mail that you
3 sent and the attachment, do you know why you would
4 referred to this as a possible mad experiment?
5 **A.** No, I don't know. I don't remember.
6 **Q.** And having reviewed this document, you're
7 sending this to -- to Tim Brown and to Rani Johnson.
8 Can you explain what you're asking them to do here?
9 **A.** I was asking them to score the risk assessment
10 or the risk scorecard independently.
11 **Q.** And when you say "independently," what do you
12 mean?
13 **A.** Each had a file, so for each of them to fill
14 it out on their own.
15 **Q.** And when you say "each of them," are you
16 referring to Mr. Brown and Ms. Johnson?
17 **A.** Correct.
18 **Q.** And how is this different than what you had
19 previously done?
20 **A.** I don't remember how it was done every single
21 time, but based on this e-mail, this was just having
22 them each complete a scorecard.
23 **Q.** And there's a reference in the first sentence
24 to the security and compliance QBR. What's the security
25 and compliance QBR?

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1 (Exhibit 9 was marked for identification.)
2 **BY MR. CARNEY:**
3 **Q.** So, Ms. Pierce, I've handed you what's been
4 marked as Exhibit 9, and the first page of this has the
5 Bates stamp SW-SEC00015235. And the top e-mail on here
6 is a September 19th, 2019 e-mail from Kellie Pierce to
7 Eric Quitugua.
8 Do you recognize this document?
9 **A.** Yes.
10 **Q.** And what is this? What is this document?
11 **MR. TURNER:** The attachment or the
12 e-mail?
13 **MR. CARNEY:** Let's start with the e-mail.
14 **BY MR. CARNEY:**
15 **Q.** What's -- what's the e-mail?
16 **A.** The e-mail is to Eric providing him the
17 summary of the week self-assessment.
18 **Q.** And you'll notice there's an e-mail below that
19 September 18th to -- from you to Rani Johnson and Tim
20 Brown, subject: SWICUS security risk assessment.
21 Can you tell me what the purpose of that
22 e-mail to Mr. Brown and Ms. Johnson was?
23 **A.** To provide -- to let them know I was working
24 with Eric and Nelson on the SWICUS self-assessment and
25 identifying some of the areas that were marked red by

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| <p>1 the -- or marked -- sorry -- yellow by the document 2 authors.</p> <p>3 Q. When you say "marked yellow," how do you know 4 it was ones that were marked yellow?</p> <p>5 A. They were the -- the ones either blank or 6 no -- answered in no.</p> <p>7 Q. And you're talking about -- you're referring 8 to the attached spreadsheet?</p> <p>9 A. Correct, yes.</p> <p>10 Q. And so yellow would just indicate either a no 11 or a no answer; is that right?</p> <p>12 A. That is correct.</p> <p>13 Q. And is the Eric that's referred to here 14 Mr. Quitugua?</p> <p>15 A. Eric Quitugua, yes.</p> <p>16 Q. How do you pronounce it?</p> <p>17 A. Quitugua.</p> <p>18 Q. All right.</p> <p>19 And who is Nelson?</p> <p>20 A. I don't remember his last name, but he worked 21 on Eric's team.</p> <p>22 Q. And that's the I think you said security team, 23 right?</p> <p>24 A. Security team, yes. Security operations team.</p> <p>25 Q. And what is SWICUS?</p> | <p>1 MR. TURNER: Objection to form, 2 mischaracterizes testimony.</p> <p>3 A. Could you repeat your question just one more 4 time?</p> <p>5 BY MR. CARNEY:</p> <p>6 Q. Sure.</p> <p>7 I'm trying to understand you -- whether 8 the self-assessments that you're circulating for the 9 engineering groups to perform, whether those were 10 supposed to be done under a NIST framework or not?</p> <p>11 MR. TURNER: Objection, foundation.</p> <p>12 A. I don't know.</p> <p>13 BY MR. CARNEY:</p> <p>14 Q. Okay. The attached spreadsheet, would you 15 have had any role in preparing it?</p> <p>16 A. This particular...?</p> <p>17 Q. Yes.</p> <p>18 A. No.</p> <p>19 Q. Okay. And if you look -- if you look at the 20 spreadsheet under -- the first page of the spreadsheet, 21 under Document Author, it says Fredrik Skogman and Mark 22 Martin. Do you know who they are?</p> <p>23 A. Yes.</p> <p>24 Q. Who are they?</p> <p>25 A. Engineers that worked on the SWICUS.</p> |
| <p>89</p> <p>1 A. SWICUS is some type of application that was 2 developed within -- within SolarWinds.</p> <p>3 Q. And do you know what it's an application for?</p> <p>4 A. I don't remember.</p> <p>5 Q. Is it an application for internal use or is it 6 a product that's sold to customers?</p> <p>7 MR. TURNER: Objection, foundation.</p> <p>8 A. I don't know. I don't know.</p> <p>9 BY MR. CARNEY:</p> <p>10 Q. And so if you look at -- do you know what -- 11 just let me -- just to close the loop on it, do you know 12 what the SWICUS self-assessment is, what that means?</p> <p>13 A. The self-assessment was sent to various 14 engineering groups for them to perform a self-assessment 15 before they -- as they developed an application or made 16 a change to an application. So any change, they would 17 receive these self-assessments, and then they would -- 18 the tech team would fill it out.</p> <p>19 Q. And does the self-assessments that you're 20 describing, does it relate at all to the NIST framework 21 that we talked about?</p> <p>22 A. Oh, I don't know how it relates to NIST.</p> <p>23 Q. But you don't -- the assessment that you're 24 asking them to perform, you don't know if that's done 25 under a NIST framework or not?</p> | <p>91</p> <p>1 Q. Okay. All right. In your e-mail, so for back 2 on the first page, your e-mail to Ms. Johnson and 3 Mr. Brown, you have a bulleted list of deficiencies that 4 you identified. Do you see that?</p> <p>5 MR. TURNER: Objection to form.</p> <p>6 A. I do see the list, yes.</p> <p>7 BY MR. CARNEY:</p> <p>8 Q. Okay. And so first of all, why were these 9 deficiencies being identified?</p> <p>10 A. As Fredrik or Martin completed the 11 self-assessment, they identified these areas with -- 12 with a no or left it blank, so it didn't meet the -- it 13 didn't meet the security requirement that was listed.</p> <p>14 Q. All right. And in terms of the -- we don't 15 have to go through all the specific bullets underneath 16 there, but would you have played any role in identifying 17 these bulleted deficiencies that are listed here?</p> <p>18 A. No. I'm just summarizing in the e-mail what 19 was on the self-assessment.</p> <p>20 Q. Okay. So for -- and I'll just use one example 21 then. So under -- at the top where it says: User 22 access management. And then it says: Account 23 management. The first sub-bullet says: Local 24 administer rights are not prohibited nor tracked.</p> <p>25 First of all, do you know what that means?</p> |

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| <p>1 A. Not from a technical perspective, no.</p> <p>2 Q. Do you know from a nontechnical perspective?</p> <p>3 MR. TURNER: Object to the form.</p> <p>4 A. No.</p> <p>5 BY MR. CARNEY:</p> <p>6 Q. Okay. And so I guess back to my original question, so the -- so using that as an example, is that something that Mr. Skogman and Mr. Martin would have identified in the spreadsheet and then you put that into the e-mail?</p> <p>11 MR. DRAKELEY: Object to form.</p> <p>12 A. Fredrik or Martin would have identified this, and then I just summarized it in the e-mail.</p> <p>14 BY MR. CARNEY:</p> <p>15 Q. So for these deficiencies that you've identified in this e-mail, did you perform any technical assessment?</p> <p>18 A. No.</p> <p>19 Q. Why -- so why would you have been identifying these -- these deficiencies for Ms. Johnson and Mr. Brown in an e-mail like this?</p> <p>22 A. When an application -- or when a self-assessment was performed, the technical team would do the assessment. One of my roles was to manage the risk register, so we would -- we would want to capture</p> | <p>1 BY MR. CARNEY:</p> <p>2 Q. And so is this SWICUS self-assessment, is this just one example of a number of these types of self-assessments that would have been done?</p> <p>5 A. Yes, I believe so.</p> <p>6 Q. And so anytime one of these self-assessments was done, would that information then be added to the risk register?</p> <p>9 A. I'm not sure that every self-assessment was added, but that was the practice for this self-assess -- any issues with the self-assessment that needed remediation to be tracked to completion.</p> <p>13 Q. And were the self-assessments, were they done on a sort of companywide basis?</p> <p>15 MR. TURNER: Object to form, foundation.</p> <p>16 A. Yeah, I don't know.</p> <p>17 BY MR. CARNEY:</p> <p>18 Q. And I'll try to ask it a little better.</p> <p>19 What type of -- of products within SolarWinds would a self-assessment be done on?</p> <p>21 A. I'm not -- I don't know.</p> <p>22 Q. If -- so if you look at the title of the -- the attachment, it refers to access control self-assessment. Do you see that?</p> <p>25 A. I do, yes.</p> |
| <p>93</p> <p>1 areas of concern or areas of risk deficiencies so that we could track those and then make sure that they were remediated.</p> <p>4 Q. And what would you -- what -- well, first of all, let me ask you, what was your role in making sure that they were remediated?</p> <p>7 A. Tracking only. I would add it to the -- add it to the log, put a date, a due date, and then circle back with the individuals to see if they had completed it or not.</p> <p>11 Q. And you would -- you were the one responsible for maintaining the risk register, though?</p> <p>13 A. I don't recall if I had ultimate responsibility. I think Eric also had the ability to add to the risk register as well.</p> <p>16 Q. And was there someone that was responsible for making sure that the items on the risk register were remediated?</p> <p>19 A. We -- the risk register was frequently reviewed with Tim, Tim Brown.</p> <p>21 Q. And did you have an understanding as to whether Mr. Brown was responsible for making sure the items on the risk register were remediated?</p> <p>24 MR. TURNER: Object to form.</p> <p>25 A. I don't know.</p> | <p>95</p> <p>1 Q. So when it says -- when it says "access control," is that referring to access control at SolarWinds generally?</p> <p>4 MR. TURNER: Objection to form and foundation.</p> <p>6 A. I don't know.</p> <p>7 BY MR. CARNEY:</p> <p>8 Q. Okay. And I'm trying to understand if the self-assessments are limited to products that SolarWinds was putting out or were there self-assessments of security at large?</p> <p>12 A. I don't know how those self-assessments were handed out or who they were assigned to or when, so I'm not -- I don't know.</p> <p>15 Q. Okay. If you would please flip over to the second page of Exhibit 9, there is a -- see the little chart, the summary of security controls?</p> <p>18 A. Yes.</p> <p>19 Q. And is that summary, is that related specifically to SWICUS?</p> <p>21 A. Yes.</p> <p>22 Q. Okay. And how would -- how did you go about calculating the -- the number of controls that were not met? Is that just based on the spreadsheet?</p> <p>25 A. Yes.</p> |

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| <p>1 Q. Sure.</p> <p>2 So when you put together the spreadsheet</p> <p>3 that's in Exhibit 4 and added your column with your</p> <p>4 notes, that information was accurate to your</p> <p>5 understanding at the time that you added those notes,</p> <p>6 right?</p> <p>7 MR. TURNER: Same objection.</p> <p>8 A. Yes.</p> <p>9 BY MR. CARNEY:</p> <p>10 Q. And the sort of technical information in</p> <p>11 Exhibit 4 was based on information provided to you by</p> <p>12 engineers within SolarWinds, right?</p> <p>13 MR. TURNER: Object to form.</p> <p>14 A. There -- repeat it one more time.</p> <p>15 BY MR. CARNEY:</p> <p>16 Q. Sure.</p> <p>17 The technical information in the</p> <p>18 spreadsheet in Exhibit 4 was based on information that</p> <p>19 was provided to you by SolarWinds' engineers, right?</p> <p>20 A. Product managers commented on each control.</p> <p>21 Q. Okay.</p> <p>22 A. I don't know that there was a technical</p> <p>23 assessment performed.</p> <p>24 Q. Okay. And when the product managers</p> <p>25 provided you that information, did you have any reason</p> | <p>1 FURTHER EXAMINATION</p> <p>2 BY MR. TURNER:</p> <p>3 Q. Do you know whether the information in your</p> <p>4 notes was accurate or was it a best guess based on your</p> <p>5 limited knowledge?</p> <p>6 MR. CARNEY: Objection, leading.</p> <p>7 A. It was my best guess based on my understanding</p> <p>8 of the criteria.</p> <p>9 MR. TURNER: No further questions.</p> <p>10 MR. CARNEY: Nothing further, thank you.</p> <p>11 THE VIDEOGRAPHER: Before we go off,</p> <p>12 would you guys like a copy of the video?</p> <p>13 MR. TURNER: Yes, please.</p> <p>14 THE REPORTER: And the transcript as</p> <p>15 well?</p> <p>16 MR. TURNER: For sure.</p> <p>17 THE REPORTER: Yeah. Okay.</p> <p>18 THE VIDEOGRAPHER: We're off record at</p> <p>19 3:10 p.m.</p> <p>20 (Sotto voce conversation.)</p> <p>21 THE REPORTER: You're saying that you do</p> <p>22 want her to read and sign it?</p> <p>23 MR. TURNER: Yeah, I'm sorry.</p> <p>24 MR. DRAKELEY: Yeah, I would prefer her</p> <p>25 to read and sign. And sign in front of a notary is</p> |
| <p>133</p> | <p>135</p> |

1 to doubt the accuracy at the time the spreadsheet was

2 prepared?

3 **A.** No.

4 **Q.** And in the notes section that you added to the

5 spreadsheet, you tried to include the most accurate

6 information available to you at the time, right?

7 MR. TURNER: Object to form.

8 **A.** This information is, you know, based on my

9 experience with the audits. So this was based on my

10 understanding, my limited knowledge about the entire

11 company. It wasn't looking at the entire company. We

12 were just looking at these four products in this quick

13 preliminary assessment.

14 BY MR. CARNEY:

15 **Q.** Okay. And just to clarify, if you knew

16 information was inaccurate, you would not have included

17 it in Exhibit 4, right?

18 **A.** Correct.

19 MR. TURNER: Object to form.

20 **A.** Correct.

21 MR. CARNEY: All right. That's all I

22 have. Thank you.

23 MR. TURNER: I'll have just a couple

24 follow-ups.

25

1 fine?

2 THE REPORTER: Yes. And I'm making a

3 rough draft. Do you guys need a copy of that?

4 MR. DRAKELEY: I do not.

5 MR. TURNER: Sure. Please.

6 (Ending time: 3:10 p.m.)

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1 DEPONENT'S DECLARATION UNDER PENALTY OF PERJURY

2
3 I, KELLIE JAIE PIERCE, do hereby declare under
4 penalty of perjury that I have read the entire foregoing
5 transcript of my deposition testimony, or the same has
6 been read to me, and certify that it is a true, correct
7 and complete transcript of my testimony given on
8 July 24, 2024, save and except for changes and/or
9 corrections, if any, as indicated by me on the attached
10 Errata Sheet, with the understanding that I offer these
11 changes and/or corrections as if still under oath.

12 I have made corrections to my deposition.
13 I have NOT made any changes to my deposition.

14
15 Signed: _____
KELLIE JAIE PIERCE

16
17 Dated this _____ day of _____, 20_____.
18

21 SUBSCRIBED AND SWORN BEFORE ME
22 THIS _____ DAY OF _____, 20_____.
23
24 (Notary Public) My Commission Expires: _____
25

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1 CERTIFICATE OF SHORTHAND REPORTER

2
3 I, April Brunson, Certified Shorthand
4 Reporter in and for the State of Texas, do
5 hereby certify:

6
7 That the foregoing proceedings were
8 taken before me at the time and place herein
9 set forth; that any witnesses in the foregoing
10 proceedings, prior to testifying, were duly
11 sworn by me; that a verbatim record of the
12 proceedings was made by me using machine
13 shorthand to the best of my ability, which was
14 thereafter transcribed under my direction; that
15 the foregoing transcript is a true record of the
16 testimony given.

17
18 Further, that if the foregoing pertains
19 to the original transcript of a deposition in
20 a Federal Case, before completion of the
21 proceedings, review of the transcript
22 was/ was not requested and reserved.

23
24 I further certify I am neither financially
25 interested in the action nor a relative or employee

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1 ERRATA SHEET

2 Deposition of: KELLIE JAIE PIERCE

Date taken: JULY 24, 2024

3 Case: SEC VS. SOLARWINDS CORP., ET AL.

4 PAGE LINE

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24 Signed _____

25 Dated _____

1 of any attorney of a party to this action.

2
3 IN WITNESS WHEREOF, I have this date
4 subscribed my name : August 5, 2024.

5
6 _____
7 April R. Brunson
8 Texas CSR No. 7495
9 Expiration Date: 4/30/2026

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